

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION

In re:

ARK LABORATORY, LLC,

Debtor

Case: 23-43403-MLO

Chapter 11

Hon. Maria L. Oxholm

\_\_\_\_\_/

PAUL R. HAGE, solely in his  
capacity as Liquidating Trustee  
of the Ark Laboratory Trust,

Plaintiff,

Adv. P. Case No. 23-04496-MLO

v

JAMES A. GROSSI, an Individual,  
2210/305 LLC, a Michigan limited liability  
company, BRIAN TIERNEY, Individually  
and as Trustee of the TIERNEY FAMILY  
TRUST DATED 12/21/2018, NAMEER  
KIMINAIA, Individually and as Trustee of  
the NAMEER KIMINAIA LIVING TRUST  
DATED 5/31/2019, TIERNEY FAMILY  
TRUST DATED 12/21/2018, NAMEER  
KIMINAIA LIVING TRUST DATED  
5/31/2019, HAMID SATTAR, ION  
DIAGNOSTIC, LLC, a Michigan limited  
liability company, and ION MARKETING,  
LLC, a Michigan limited liability company,

Defendants.

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**ANSWER TO COMPLAINT**

Defendants, JAMES A. GROSSI (“Grossi”), an individual, BRIAN TIERNEY (“Tierney”), individually, NAMEER KIMINAIA (“Kiminia”), individually, and HAMID SATTAR (“Sattar”), an individual, (collectively “Defendants”), through their attorneys, Saretsky Hart Michaels + Gould PC and Zousmer Law Group PLC, state the following as their Answer to Complaint:

### **PRELIMINARY STATEMENT**

1. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants deny all express or implied allegations of wrongdoing against them because they are untrue.

2. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants deny all express or implied allegations of wrongdoing against them because they are untrue.

3. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants deny all express or implied allegations of wrongdoing against them because they are untrue.

4. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except

Defendant Grossi denies all express or implied allegations of wrongdoing against him because they are untrue.

5. Defendants state that this paragraph contains legal conclusions for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi denies all express or implied allegations of wrongdoing against them because they are untrue.

6. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi denies all express or implied allegations of wrongdoing against him because they are untrue.

7. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi denies all express or implied allegations of wrongdoing against him because they are untrue.

8. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants deny all express or implied allegations of wrongdoing against them because they are untrue.

## **JURISDICTION AND VENUE**

9. Defendants admit the factual allegations contained in this paragraph.

10. Defendants admit the factual allegations contained in this paragraph.

11. Defendants admit the factual allegations contained in this paragraph.

12. Defendants consent to entry of final orders or judgments of the Bankruptcy Court.

## **PARTIES**

13. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs. Defendants further state that the referenced documents speak for themselves.

14. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs. Defendants further state that the referenced document speaks for itself.

15. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi admits the allegations in this paragraph.

16. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi admits the allegations in this paragraph.

17. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Kiminaia admits the allegations in this paragraph.

18. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Kiminaia admits the allegations in this paragraph.

19. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Kiminaia admits the allegation in this paragraph.

20. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Kiminaia admits the allegations in this paragraph.

21. Defendants state that this paragraph contains legal conclusions for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

22. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Tierney admits the allegations in this paragraph.

23. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Tierney admits the allegations in this paragraph.

24. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Tierney admits the allegations in this paragraph.

25. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Tierney admits the allegations in this paragraph.

26. Defendants state that this paragraph contains legal conclusions for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

27. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, except Defendant Sattar admits the allegations in this paragraph.

28. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Kiminaia and Tierney admit the allegations in this paragraph, but deny all express or implied allegations of wrongdoing because they are untrue.

29. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leaves Plaintiff to his proofs except Defendants Kiminaia and Tierney admit the allegations in this paragraph, but deny all express or implied allegations of wrongdoing because they are untrue.

### **BACKGROUD AND STATEMENT OF FACTS**

#### **A. Formation and Company Governance**

30. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Sattar admits the allegations in this paragraph.

31. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

32. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi, Tierney and Sattar admit that they each held one-third interest in Ark.

33. Defendants admit the allegations in this paragraph.

34. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi, Tierney, Kaminaia and Sattar admit that Defendant Sattar received installment payments from Debtor.

35. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Tierney admits the allegations in this paragraph.

36. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi admits the allegations in this paragraph.

37. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Kiminaia admits the allegations in this paragraph.

38. Defendants admit the allegations in this paragraph, except Defendant Sattar neither admits nor denies the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs. Defendants further state that the referenced documents speak for themselves.

39. Defendants admit the allegations in this paragraph, except Defendant Sattar neither admits nor denies the allegations in this paragraph



based upon lack of sufficient information, and leaves Plaintiff to his proofs. Defendants further state that the referenced documents speak for themselves.

40. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi admits the allegations in this paragraph.

41. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi admits the allegations in this paragraph.

42. Defendants admit the allegations in this paragraph, except Defendant Sattar neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs. Defendants further state that the referenced documents speak for themselves.

43. Defendants admit the allegations in this paragraph, except Defendant Sattar neither admits nor denies the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs. Defendants further state that the referenced documents speak for themselves.

#### **B. The Redemption Transaction**

44. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi Tierney and Kiminaia admit the allegations in this paragraph.

45. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi, Tierney and Kiminaia admit they reached an agreement regarding Defendant Tierney's and Kiminaia's membership interests. Defendants further state that the referenced documents speak for themselves.

46. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except that Defendants Grossi, Tierney and Kiminaia admit that BeaconView performed services regarding Ark.

47. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leaves Plaintiff to his proofs.

48. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi, Tierney and Kiminaia admit they reached an agreement regarding Defendant Tierney's and Kiminaia's membership interests.

49. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leaves Plaintiff to his proofs.

50. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except

Defendants Grossi, Tierney and Kiminaia admit that BeaconView identified Peninsula regarding potential financing matters.

51. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

52. Defendants neither admit nor deny the allegation in this paragraph based upon lack of sufficient information, and leaves Plaintiff to his proofs.

53. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs. Defendants further state that the referenced document speaks for itself.

54. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

55. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

56. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs. Defendants further state that the referenced documents speak for themselves.

57. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi, Tierney and Kiminaia admit that Nofar Law represented the Debtor.

58. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leaves Plaintiff to his proofs. Defendants further state that the referenced documents speak for themselves.

59. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi, Tierney and Kiminaia admit that BeaconView was paid fees for its services. Defendants further state that the referenced documents speak for themselves.

60. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs. Defendants further state that the referenced documents speak for themselves.

61. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs. Defendants further state that the referenced documents speak for themselves.

62. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs. Defendants further state that the referenced documents speak for themselves.

63. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

Defendants further state that the referenced settlement documents speak for themselves.

64. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs. Defendants further state that the referenced documents speak for themselves.

65. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs. Defendants further state that the referenced documents speak for themselves.

66. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi, Tierney and Kiminaia deny all express or implied allegations of wrongdoing because they are untrue. Defendants further state that the referenced documents speak for themselves.

67. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs. Defendants further state that the referenced documents speak for themselves.

68. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs. Defendants further state that the referenced documents speak for themselves.

69. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs. Defendants state that the referenced documents speak for themselves.

70. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants deny all express or implied allegations of wrongdoing because they are untrue.

71. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

72. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

**C. The Managers' Breaches of their Fiduciary Duties in Connection with the Redemption.**

73. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi, Tierney and Kiminaia deny all express or implied allegations of wrongdoing in this paragraph because they are untrue.

74. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi, Tierney and Kiminaia deny all express or implied allegations of all wrongdoing in this paragraph because they are untrue.

75. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi, Tierney and Kiminaia deny all express or implied allegations in this paragraph because they are untrue.

76. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi, Tierney and Kiminaia deny all express or implied allegations of wrongdoing in this paragraph because they are untrue.

77. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi, Tierney and Kiminaia deny all express or implied allegations of wrongdoing in this paragraph because they are untrue.

78. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi, Tierney and Kiminaia deny all express or implied allegations of wrongdoing in this paragraph because they are untrue.

79. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi, Tierney and Kiminaia deny all express or implied allegations of wrongdoing in this paragraph because they are untrue.

80. Defendants neither admit nor deny all allegations of wrongdoing in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi, Tierney and Kiminaia deny all express or implied allegations of wrongdoing in this paragraph because they are untrue.

**D. Ark's Missing Pre-Redemption Payables as Further Evidence of Breaches Fiduciary Duties.**

81. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proof. except Defendants Grossi, Tierney and Kiminaia deny all express or implied allegations of wrongdoing in this paragraph because they are untrue.

82. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs. except Defendants Grossi, Tierney and Kiminaia deny all express or implied allegations of wrongdoing in this paragraph because they are untrue.

83. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs. except Defendants Grossi, Tierney and Kiminaia deny all express or implied allegations of wrongdoing in this paragraph because they are untrue.

84. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs. except



Defendants Grossi, Tierney and Kiminaia deny all express or implied allegations of wrongdoing in this paragraph because they are untrue.

85. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs. except Defendants Grossi, Tierney and Kiminaia deny all allegations of wrongdoing in this paragraph because they are untrue.

86. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs. except Defendants Grossi, Tierney and Kiminaia deny all express or implied allegations of wrongdoing in this paragraph because they are untrue.

**E. Grossi's Mismanagement Subsequent to the Redemption**

87. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi denies all express or implied allegations of wrongdoing because they are untrue.

88. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi denies all express or implied allegations of wrongdoing because they are untrue.

89. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi denies all express or implied allegations of wrongdoing because they are untrue.

90. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi denies all express or implied allegations of wrongdoing because they are untrue.

91. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi denies all express or implied allegations of wrongdoing because they are untrue.

**F. Grossi's Excessive Compensation and Expense Reimbursement**

92. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi denies all express or implied allegations of wrongdoing because they are untrue.

93. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except

Defendant Grossi denies all express or implied allegations of wrongdoing because they are untrue.

94. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs. , except Defendant Grossi denies all express or implied allegations of wrongdoing because they are untrue.

95. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi denies all express or implied allegations of wrongdoing because they are untrue.

96. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi denies all express or implied allegations of wrongdoing because they are untrue.

97. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi denies all express or implied allegations of wrongdoing because they are untrue. Defendants further state that the referenced documents speak for themselves.

**G. The Debtor Runs out of Money and Borrows Additional Funds from Peninsula and Then from Grossi.**

98. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi admits that Debtor experienced cash flow issues in 2021 and 2022 and that Debtor borrowed additional funds, except Defendant Grossi denies all express or implied allegations of wrongdoing because they are untrue.

99. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

100. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi admits that he personally advanced funds to the Debtor. Defendants further state that the referenced documents speak for themselves.

101. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

102. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

103. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

104. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

#### **H. Grossi's Unauthorized Post-Petition Transfers**

105. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

106. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs. Defendants further state that the referenced documents speak for themselves.

107. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

#### **I. The Debtor's Demise and the Commencement of the Bankruptcy**

108. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leaves Plaintiff to his proofs, except Defendant Grossi denies all express or implied allegations of wrongdoing because they are untrue.

109. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

110. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs. Defendants further state that the referenced documents speak for themselves.

111. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs. Defendants further state that the referenced documents speak for themselves.

### **CLAIMS FOR RELIEF**

#### **COUNT I**

#### **Breach of Duty of Loyalty Pursuant to 11 U.S.C. §544 and M.C.L. §450.4404 (AS TO DEFENDANTS GROSSI, KIMINAIA, TIERNEY, KIMINAIA TRUST AND TIERNEY TRUST)**

112. Defendants incorporate paragraphs 1-111 as though they were fully set forth herein.

113. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

114. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

115. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants

neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

116. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

117. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi, Tierney and Kiminaia deny all allegations of wrongdoing in this paragraph because they are untrue.

118. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi, Tierney and Kiminaia deny all allegations of wrongdoing in this paragraph because they are untrue.

119. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi, Tierney and Kiminaia deny all allegations of wrongful doing because they are untrue.

120. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except

Defendants Grossi, Tierney and Kiminaia deny all allegations of wrongdoing in this paragraph because they are untrue.

121. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leaves Plaintiff to his proofs, except Defendants Grossi, Tierney and Kiminaia deny all allegations of wrongdoing in this paragraph because they are untrue.

122. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi, Tierney and Kiminaia deny all allegations of wrongdoing in this paragraph because they are untrue.

123. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi, Tierney and Kiminaia deny all allegations of wrongdoing in this paragraph because they are untrue.

**COUNT II**  
**Breach of Duty of Care Pursuant to**  
**11.U.S.C. §544 and M.C.L. §450.4404**  
**(AS TO DEFENDANTS GROSSI, KIMINAIA, TIERNEY,**  
**KIMINAIA TRUST AND TIERNEY TRUST)**

124. Defendants incorporate paragraphs 1-123 as though they were fully set forth herein.



125. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

126. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi, Tierney and Kiminaia deny all allegations of wrongdoing in this paragraph because they are untrue.

127. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi, Tierney and Kiminaia deny all allegations of wrongdoing in this paragraph because they are untrue.

128. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi denies all allegations of wrongdoing in this paragraph because they are untrue.

129. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent that a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants

Tierney and Kiminaia deny all allegations of wrongdoing in this paragraph because they are untrue.

130. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi, Tierney and Kiminaia deny all allegations of wrongdoing in this paragraph because they are untrue.

131. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Kaminaia denies all allegations of wrongdoing because they are untrue.

132. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi, Tierney and Kiminaia deny all allegations of wrongdoing in this paragraph because they are untrue.

133. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi, Tierney and Kiminaia deny all allegations of wrongdoing in this paragraph because they are untrue.

**COUNT III**  
**Aiding and Abetting Breaches of Fiduciary Duties**  
**Pursuant to 11.U.S.C. §544**  
**and Applicable Michigan Common Law**  
**(AS TO DEFENDANTS THE TRUSTS, 2210/305, ID, AND IM)**

134. Defendants incorporate paragraphs 1-133 as though they were fully set forth herein.

135. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

136. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi, Tierney and Kiminaia admit they were managers and deny all allegations of wrongdoing in this paragraph because they are untrue.

137. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi, Tierney and Kiminaia admit they were managers and deny all allegations of wrongdoing in this paragraph because they are untrue.

138. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except that Defendant Tierney admits that he was Trustee of the Tierney Trust.

139. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except that Defendant Kiminaia admits that he was Trustee of the Kiminaia Trust.

140. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

141. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except that Defendants Tierney and Kiminaia admit that their Trusts were parties to the Redemption and deny all allegations of wrongdoing in this paragraph because they are untrue.

142. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except that Defendant Grossi admits the allegations in this paragraph.

143. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants

neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

144. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except that Defendant Grossi admits that 2210/305 was a party to the Redemption and deny all allegations of wrongdoing in this paragraph because they are untrue.

145. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except that Defendants Tierney and Kiminaia admit the allegations in this paragraph.

146. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

147. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi and Kiminaia deny all allegations of wrongdoing in this paragraph because they are untrue.

148. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi, Tierney and Kiminaia deny all allegations of wrongdoing in this paragraph because they are untrue.

149. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi, Tierney and Kiminaia deny all allegations of wrongdoing in this paragraph because they are untrue.

150. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendants Grossi, Tierney and Kiminaia deny all allegations of wrongdoing in this paragraph because they are untrue.

**COUNT IV**  
**Breach of Duty of Care**  
**Pursuant to 11.U.S.C. §544 and M.C.L. §450.4404**  
**(AS TO DEFENDANT GROSSI)**

151. Defendants incorporate paragraphs 1-150 as though they were fully set forth herein.

152. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

153. Defendants further state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

154. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except that Defendant Grossi denies all allegations of wrongdoing in this paragraph because they are untrue.

155. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except that Defendant Grossi denies all allegations of wrongdoing in this paragraph because they are untrue.

156. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leaves Plaintiff to his proofs, except Defendant Grossi denies all allegations of wrongdoing in this paragraph because they are untrue.

**COUNT V**  
**Breach of Duty of Loyalty**  
**Pursuant to 11.U.S.C. §544 and M.C.L. §450.4404**  
**(AS TO DEFENDANT GROSSI)**

157. Defendants incorporate paragraphs 1-156 as though they were fully set forth herein.

158. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leaves Plaintiff to his proofs.

159. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi denies all allegations of wrongdoing in this paragraph because they are untrue.

160. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi denies all allegations of wrongdoing in this paragraph because they are untrue.

161. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi denies all allegations of wrongdoing in this paragraph because they are untrue.

162. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi denies all allegations of wrongdoing in this paragraph because they are untrue.

163. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi denies all allegations of wrongdoing in this paragraph because they are untrue.



**COUNT VI**  
**Avoidance of Voidable Transactions Pursuant to**  
**11.U.S.C. §544(b) and M.C.L. §§566.34 (1)(a)**  
**(AS TO ALL DEFENDANTS)**

164. Defendants incorporate paragraphs 1-163 as though they were fully set forth herein.

165. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

166. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants neither admit nor deny all allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

167. Defendants state that this paragraph contains legal conclusions for which no response is required. To the extent a response is required, Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

168. Defendants state that this paragraph contains legal conclusions for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information and leave Plaintiffs to his proofs.

169. Defendants state that this paragraph contains legal conclusions for which no response is required. To the extent a response is required, Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

170. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information and leave Plaintiffs to his proofs.

171. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

172. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

173. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

174. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

175. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

**COUNT VII**  
**Avoidance of Voidable Transactions Pursuant to**  
**11.U.S.C. §544(b) and M.C.L. §§566.34 (1)(a)**  
**(AS TO DEFENDANTS SATTAR, GROSSI, KIMINAIA, TIERNEY,**  
**KIMINAIA TRUST, AND TIERNEY TRUST)**

176. Defendants incorporate paragraphs 1-175 as though they were fully set forth herein.

177. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

178. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

179. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

180. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

181. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

182. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiffs to his proofs.

183. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information and leave Plaintiffs to his proofs.

184. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiffs to his proofs.

185. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiffs to his proofs

186. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiffs to his proofs

187. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

188. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

189. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

### **COUNT VIII**

#### **Avoidance of Voidable Transactions Pursuant to 11.U.S.C. §544(b) and M.C.L. §566.35 (2) (AS TO DEFENDANTS TIERNEY, KIMINAIA AND THE TRUSTS)**

190. Defendants incorporate paragraphs 1-189 as though they were fully set forth herein.

191. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

192. Defendants state that this paragraph calls for a legal conclusion for which no response is required. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

193. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

194. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

195. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

196. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

197. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

198. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

199. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

200. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

201. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

**COUNT IX**  
**Avoidance of Fraudulent Transfers**  
**Pursuant to 11.U.S.C. §§548 (a)(1)(A)**  
**(AS TO DEFENDANTS TIERNEY, KIMINAIA AND THE TRUSTS)**

202. Defendants incorporate paragraphs 1-201 as though they were fully set forth herein.

203. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

204. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiffs to his proofs.

205. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiffs to his proofs.

206. Defendants deny all allegations of wrongdoing because they are untrue.

207. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiffs to his proofs.

208. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information and leave Plaintiffs to his proofs.

209. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiffs to his proofs

210. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiffs to his proofs

211. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiffs to his proofs.

212. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiffs to his proofs.

213. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiffs to his proofs.

214. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiffs to his proofs.

215. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiffs to his proofs.

216. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiffs to his proofs.

217. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

218. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

219. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

**COUNT X**  
**Avoidance of Fraudulent Transfers**  
**Pursuant to 11.U.S.C. §§548 (a)(1)(B)**  
**(AS TO DEFENDANTS TIERNEY, KIMINAIA AND THE TRUSTS)**

220. Defendants incorporate paragraphs 1-219 as though they were fully set forth herein.

221. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leaves Plaintiff to his proofs.

222. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

223. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.



224. Defendants deny all allegations of wrongdoing because they are untrue.

225. Defendants deny all allegations of wrongdoing because they are untrue.

226. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

227. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

228. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

229. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

230. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

231. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

232. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

233. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

234. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

235. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

236. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

237. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

238. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

**COUNT XI**  
**Avoidance of Preferential Transfers to Insiders**  
**Pursuant to 11.U.S.C. §547 (b)**  
**(AS TO DEFENDANTS GROSSI AND/OR 2210/305)**

239. Defendants incorporate paragraphs 1-238 as though they were fully set forth herein.

240. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

241. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

242. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

243. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

244. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

245. Defendants state that this paragraph contains legal conclusions for which no response is required. To the extent that a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

246. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

247. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

248. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

**COUNT XII**  
**Avoidance of Fraudulent Transfers**  
**Pursuant to 11.U.S.C. §§548 (a)(1)(A)**  
**(AS TO DEFENDANTS GROSSI AND 2210/305)**

249. Defendants incorporate paragraphs 1-248 as though they were fully set forth herein.

250. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

251. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except that Defendant Grossi denies the allegations in this paragraph because they are untrue.

252. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

253. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

254. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

255. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

256. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

257. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

258. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

259. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information and leave Plaintiffs to his proofs.

260. Defendants neither deny all allegations of wrongdoing in this paragraph because they are untrue.

261. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

**COUNT XIII**  
**Avoidance of Fraudulent Transfers**  
**Pursuant to 11.U.S.C. §§548 (a)(1)(B)**  
**(AS TO DEFENDANTS GROSSI AND 2210/305)**

262. Defendants incorporate paragraphs 1-261 as though they were fully set forth herein.

263. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

264. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

265. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

266. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

267. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

268. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

269. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

270. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

271. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information and leave Plaintiffs to his proofs

272. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

273. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

**COUNT XIV**  
**Avoidance of Post-Petition Transfers**  
**Pursuant to 11.U.S.C. §549 (a)**  
**(AS TO DEFENDANTS GROSSI AND/OR 2210/305)**

274. Defendants incorporate paragraphs 1-273 as though they were fully set forth herein.

275. Defendants further state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

276. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

277. Defendants deny the allegations of wrongdoing in this paragraph because they are untrue.

278. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information and leave Plaintiffs to his proofs

279. Defendants deny the allegations of wrongdoing in this paragraph because they are untrue.

**COUNT XV**

**Avoidance of Voidable Transactions Pursuant to  
11 U.S.C. §544 (b) and M.C.L. §566. 34 (1)(a)  
(AS TO DEFENDANTS GROSSI AND 2210/305)**

280. Defendants incorporate paragraphs 1-279 as though they were fully set forth herein.

281. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

282. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

283. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except that Defendant Gossi denies all allegations of wrongdoing in this paragraph because they are untrue.

284. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

285. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

286. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.



287. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

288. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

289. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information and leave Plaintiffs to his proofs

290. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

**COUNT XVI**  
**Avoidance of Voidable Transactions Pursuant to**  
**11.U.S.C. §544 (b) and M.C.L. §566.34(1)(b)**  
**(AS TO DEFENDANTS GROSSI AND 2210/305)**

291. Defendants incorporate paragraphs 1-290 as though they were fully set forth herein.

292. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leaves Plaintiff to his proofs.

293. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

294. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except

that Defendant Grossi denies all allegations of wrongdoing in this paragraph because they are untrue.

295. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

296. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

297. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

298. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information and leave Plaintiffs to his proofs

299. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

**COUNT XVII**  
**Avoidance of Voidable Transactions Pursuant to**  
**11.U.S.C. §544 (b) and M.C.L. §566.35(2)**  
**(AS TO DEFENDANT GROSSI)**

300. Defendants incorporate paragraphs 1-299 as though they were fully set forth herein.

301. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

302. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

303. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leaves Plaintiff to his proofs.

304. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

305. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

306. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

**COUNT XVIII**  
**Recovery of Unlawful Distributions**  
**Pursuant to 11.U.S.C. §§450.4307 and 450.4308(1) and (3)**  
**(AS TO DEFENDANT GROSSI)**

307. Defendants incorporate paragraphs 1-306 as though they were fully set forth herein.

308. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

309. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants

neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

310. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs

311. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

312. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

313. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

314. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

315. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

316. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

317. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

318. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

319. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

320. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

321. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Gossi admits the allegations in this paragraph.

322. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi denies all allegations of wrongdoing in this paragraph because they are untrue.

323. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi denies all allegations of wrongdoing in this paragraph because they are untrue.

324. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leaves Plaintiff to his proofs, except Defendant Grossi denies all allegations of wrongdoing in this paragraph because they are untrue.

325. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

326. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

**COUNT XIX**  
**Recovery of Avoidable Transfers**  
**Pursuant to 11.U.S.C. §550 (a)(1) and (2)**  
**(AGAINST ALL DEFENDANTS)**

327. Defendants incorporate paragraphs 1-326 as though they were fully set forth herein.

328. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

329. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants

neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

330. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

331. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

332. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

**COUNT XX**  
**Recharacterization of Debt**  
**Pursuant to 11.U.S.C. §105**  
**(AS TO DEFENDANT GROSSI)**

333. Defendants incorporate paragraphs 1-332 as though they were fully set forth herein.

334. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leaves Plaintiff to his proofs.

335. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

336. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

337. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

338. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

339. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

340. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

341. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

342. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

343. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

**COUNT XXI**  
**Equitable Subordination of Claims**  
**Pursuant to 11.U.S.C. §510(c)**  
**(AS TO DEFENDANT GROSSI)**

344. Defendants incorporate paragraphs 1-343 as though they were fully set forth herein.

345. Defendants state that this paragraph calls for a legal conclusion for which no response is required. To the extent a response is required, Defendants



neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

346. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

347. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs.

348. Defendants neither admit nor deny the allegations in this paragraph based upon lack of sufficient information, and leave Plaintiff to his proofs, except Defendant Grossi denies all allegations of wrongdoing in this paragraph because they are untrue.

349. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

350. Defendants deny all allegations of wrongdoing in this paragraph because they are untrue.

Respectfully submitted,

**Zousmer Law Group PLC**

/s/ Michael Zousmer

By: Michael Zousmer (P47190)  
Co-Counsel for Defendants James  
Grossi, Brian Tierney, Nameer  
Kiminaia and Hamid Sattar  
4190 Telegraph Road, Suite 3000  
Bloomfield Hills, MI 48302  
248-351-0099

and

**Saretsky Hart Michaels + Gould PC**

/s/ Brian Witus

By: Gary M. Saretsky (P31708)  
Brian Witus (P53062)  
Zachary Chuey (P83966)  
Co-Counsel for Defendants James  
Grossi, Brian Tierney, Nameer  
Kiminaia and Hamid Sattar  
995 South Eton  
Birmingham, Michigan 48009  
(248) 502-3300

Dated: February 16, 2024

**AFFIRMATIVE DEFENSES**

Defendants, JAMES A. GROSSI (“Grossi”), an individual, BRIAN TIERNEY (“Tierney”), individually, NAMEER KIMINAIA (“Kiminia”), individually, and HAMID SATTAR (“Sattar”), an individual, (collectively “Defendants”), through their attorneys, Saretsky Hart Michaels + Gould PC and Zousmer Law Group PLC, state the following as their Affirmative Defenses state as follows:

1. Plaintiff fails to state a claim upon which relief can be granted as a matter of law and Defendants are entitled to summary judgment.
2. The relief sought in the Complaint is barred under the applicable principles of res judicata, estoppel, waiver, release, preclusion and/or laches.

3. The allegedly fraudulent transfers do not satisfy the prima facie elements of 11 U.S.C. §§548 AND 544, nor do they satisfy the prima facie elements under non-bankruptcy law as incorporated by the Bankruptcy Code.

4. Plaintiff does not manage the entity.

5. Plaintiff has failed to join all necessary parties.

6. The Defendant(s) reserves the right to assert all other available defenses to the Complaint, whether at law or in equity, and the ability to modify those defenses already asserted.

7. To the extent that the relevant defendant(s) did not receive reasonably equivalent value, the relevant transfer(s) were made at a time when the relevant debtor (i) was not insolvent on the date that such transfer was made or such obligation was incurred, or did not become insolvent as a result of such transfer or obligation; (II) was not engaged in business or a transaction, or was not about to engage in business or a transaction, for which any property remaining with the debtor was an unreasonably small capital; or (III) did not intend to incur, or believe that the debtor would incur, debts that would be beyond the debtor's ability to pay as such debts matured.

8. Plaintiff does not have standing and is not the proper party to be asserting this claim.

9. The Plaintiffs' claims are barred in whole or in part by the applicable statute of limitations.

10. That Plaintiff's claims are barred in whole or in part for the reason that Debtor received just and reasonable value.

11. Plaintiffs' claims, if any, were caused, occasioned and/or contributed, either in whole or part, by the actions and/or omissions of others.

Respectfully submitted,  
**Zousmer Law Group PLC**

/s/ Michael Zousmer

By: Michael Zousmer (P47190)  
 Co-Counsel for Defendants James  
 Grossi, Brian Tierney, Nameer  
 Kiminaia and Hamid Sattar  
 4190 Telegraph Road, Suite 3000  
 Bloomfield Hills, MI 48302  
 248-351-0099

and

**Saretsky Hart Michaels + Gould PC**

/s/ Brian Witus

By: Gary M. Saretsky (P31708)  
 Brian Witus (P53062)  
 Zachary Chuey (P83966)  
 Co-Counsel for Defendants James  
 Grossi, Brian Tierney, Nameer  
 Kiminaia and Hamid Sattar  
 995 South Eton  
 Birmingham, Michigan 48009  
 (248) 502-3300

Dated: February 16, 2024